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**COUNSEL TO THE REORGANIZED  
DEBTORS**

**IN THE UNITED STATES BANKRUPTCY COURT FOR THE  
NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

In re: § Chapter 11  
§  
COLORADO 2002B LIMITED § Case No. 16-33743-BJH-11  
PARTNERSHIP and COLORADO 2002C §  
LIMITED PARTNERSHIP, § Jointly Administered  
§  
Debtors. §

**SUMMARY OF AMENDED FIRST AND FINAL APPLICATION OF  
GRAY REED & McGRAW LLP FOR ALLOWANCE OF COMPENSATION  
AND REIMBURSEMENT OF EXPENSES**

- 1. Applicant: Gray Reed & McGraw LLP
- 2. Application Period: September 24, 2016 through August 1, 2017
- 3. Date of Order Authorizing Employment: December 6, 2016 [Effective as of September 24, 2016]
- 4. Date Services Were Commenced by Applicant: September 24, 2016
- 5. Prior Fee Applications: N/A
- 6. Prior Fees Awarded: N/A
- 7. Prior Expenses Awarded: N/A
- 8. Date of Orders Awarding Prior Fees and Expenses: N/A

9. Amount of Prepetition Retainer:	\$44,059.04 <sup>1</sup>
10. Total Fees Requested in This Final Application:	\$112,503.50
11. Total Expenses Requested in This Final Application:	\$4,378.96
12. Blended Rate for All Professionals:	\$290.93
13. Blended Rate for Attorneys Only:	\$336.67

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<sup>1</sup> Gray Reed has a pre-petition retainer (the “Retainer”) with a balance of \$44,059.04. Gray Reed seeks authority to draw down the retainer to pay a portion of its authorized fees.

**APPLICATION PERIOD**

<b>NAME</b>	<b>DATE OF FIRST BAR ADMISSION</b>	<b>BILLABLE RATE</b>	<b>HOURS WORKED</b>	<b>VALUE OF SERVICES RENDERED</b>
<b>SHAREHOLDERS AND MEMBERS</b>				
Michael W. Bishop	1988	525.00	0.1	\$52.50
Jason S. Brookner	1995	600.00	29.3	\$17,580.00
Philip B. Jordan	2009	425.00	1.5	\$637.50
<b>SUBTOTAL:</b>			<b>30.9</b>	<b>\$18,270.00</b>
<b>ASSOCIATES</b>				
Jason M. Brown	2013	275.00	90.0	\$24,750.00
Sandra L. Mazan	2012	275.00	2.8	\$770.00
Lydia R. Webb	2012	325.00	181.8	\$59,085.00
Ethan M. Wood	2012	325.00	1.8	\$585.00
<b>SUBTOTAL:</b>			<b>276.4</b>	<b>\$85,190.00</b>
<b>PARALEGALS AND OTHER PROFESSIONALS</b>				
Clark D. Patterson	n/a	195.00	47.1	\$8,931.00
Veronica T. Salazar	n/a	75.00	1.5	\$112.50
Travis Nadalini	n/a	50.00	30.8	\$0.00
<b>SUBTOTAL:</b>			<b>79.4</b>	<b>\$9,043.50</b>
<b>TOTAL:</b>			<b>386.7</b>	<b>\$112,503.50</b>

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Debtors. §

**CERTIFICATION OF JASON S. BROOKNER ACCOMPANYING AMENDED FIRST  
AND FINAL APPLICATION OF GRAY REED & McGRAW LLP FOR ALLOWANCE  
OF COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Jason S. Brookner, a Partner in the law firm of Gray Reed & McGraw LLP applicant herein (“Gray Reed”), pursuant to the Guidelines for Compensation and Expense Reimbursement of Professionals in the Northern District of Texas (the “Fee Guidelines”), hereby certifies as follows:

1. I have reviewed the First and Final Application (the “Application”) of Gray Reed & McGraw LLP (“Gray Reed”) for Allowance of Compensation and Reimbursement of Expenses, and to the best of my knowledge, information and belief, formed after reasonable inquiry, the fees and disbursements sought by Gray Reed in the Application are in conformity with the Fee Guidelines and the United States Trustee’s Guidelines for Reviewing Applications for Compensation (reprinted at 28 C.F.R. Part 58, Appendix A) (the “UST Guidelines”).

2. The fees and disbursements sought by Gray Reed in the Application are not prohibited by the Fee Guidelines or the UST Guidelines, and are billed at rates and in accordance with the practices no less favorable than those customarily employed by Gray Reed and generally accepted by Gray Reed's non-bankruptcy clients.

3. In providing a reimbursable service, Gray Reed does not make a profit on that service whether the service is performed by Gray Reed in-house or through a third party.

4. The Responsible Party for the Debtors appointed in these chapter 11 cases and the Office of the United States Trustee have been provided with a copy of this Application, and notice of this Application has been provided in accordance with the Court's Order Pursuant to Sections 102 and 105(a) of the Bankruptcy Code and Bankruptcy Rules 2002(m) and 9007 Establishing Notice Procedures [Docket No. 24] (the "Notice Procedures Order").

Respectfully submitted this 31st day of August, 2017.

**GRAY REED & McGRAW LLP**

By: /s/ Jason S. Brookner

Jason S. Brookner

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Lydia R. Webb

Texas Bar No. 24083758

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**AMENDED FIRST AND FINAL APPLICATION OF GRAY REED & McGRAW LLP  
FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES**

**NO HEARING WILL BE CONDUCTED HEREON UNLESS A  
WRITTEN RESPONSE IS FILED WITH THE CLERK OF THE  
UNITED STATES BANKRUPTCY COURT AT EARLE CABELL  
FEDERAL BUILDING, 1100 COMMERCE ST., RM. 1254, DALLAS, TX  
75242-1496 BEFORE CLOSE OF BUSINESS ON SEPTEMBER 25, 2017,  
WHICH IS AT LEAST 24 DAYS FROM THE DATE OF SERVICE  
HEREOF.**

**ANY RESPONSE SHALL BE IN WRITING AND FILED WITH THE  
CLERK, AND A COPY SHALL BE SERVED UPON COUNSEL FOR  
THE MOVING PARTY PRIOR TO THE DATE AND TIME SET  
FORTH HEREIN. IF A RESPONSE IS FILED A HEARING MAY BE  
HELD WITH NOTICE ONLY TO THE OBJECTING PARTY.**

**IF NO HEARING ON SUCH NOTICE OR MOTION IS TIMELY  
REQUESTED, THE RELIEF REQUESTED SHALL BE DEEMED TO BE**

**UNOPPOSED, AND THE COURT MAY ENTER AN ORDER GRANTING THE RELIEF SOUGHT OR THE NOTICED ACTION MAY BE TAKEN.**

Gray Reed & McGraw LLP (“Gray Reed” or “Applicant”), counsel to Colorado 2002B Limited Partnership, *et al.*, the above-captioned debtors and debtors in possession (collectively, the “Debtors”), pursuant to section 330 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Northern District of Texas (the “Local Rules”) and the Guidelines for Compensation and Reimbursement of Professionals in Chapter 11 Cases (Appendix F to the Local Rules), hereby files its First and Final Application (the “Application”) for Allowance of Compensation and Reimbursement of Expenses. By this Application, Gray Reed seeks: (i) final approval of \$112,503.50 in fees and \$4,378.96 in expenses incurred from September 24, 2016 to August 1, 2017 (the “Application Period”); and (ii) final approval to draw on the Retainer (as hereinafter defined) and apply same to Gray Reed’s allowed fees and expenses.

**INTRODUCTION**

5. On September 24, 2016 (the “Petition Date”), each of the Debtors filed with this Court a petition for relief under chapter 11 of the Bankruptcy Code. During the chapter 11 cases, the Debtors operated their businesses and managed their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

6. On October 17, 2016, the Debtors filed their application to retain Gray Reed as counsel, effective as of the Petition Date. *See* Docket No. 31, as amended by Docket No. 53. Gray Reed’s retention was approved by Order dated December 6, 2016. *See* Docket No. 64.

7. On May 23, 2017, the Court entered an Order [Docket No. 129] confirming the Debtors' Joint Chapter 11 Plan [Docket No. 103] (the "Plan"). The Plan became effective on August 1, 2017 [Docket No. 140].

8. Gray Reed respectfully submits that, based on the pleadings filed and actions taken on behalf of the Debtors, the results achieved in these cases, and the descriptions of the services provided in the contemporaneous time records maintained by Gray Reed which are attached hereto, the services performed and amounts charged by Gray Reed are reasonable, appropriate, and provided a material and tangible benefit to the Debtors and their respective estates. Gray Reed respectfully requests that this Application be granted as set forth herein.

#### **JURISDICTION**

9. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. Consideration of this Application is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A) and (O). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

#### **BACKGROUND**

10. The Debtors were publicly subscribed West Virginia limited partnerships which owned undivided working interests in oil wells. The Debtors were organized and began operations with cash contributed by limited and additional general partners (collectively, the "Investor Partners") and the managing general partner. These Investor Partners own approximately 72% of each respective Debtors' capital, or equity interests. PDC Energy, Inc., a Nevada corporation ("PDC," collectively with the Investor Partners, the "Partners") owns the remaining approximately 28% of each respective Debtors' capital or equity interests, and is the managing general partner of each of the Debtors. In the aggregate, the Debtors have over 800 limited partnership unit holders.



11. The primary business of the Debtors was the operation and development of properties producing oil, gas, and natural gas liquids, and the appropriate allocation of cash proceeds, costs, and tax benefits among the Partners. In the aggregate, the Debtors had 23 wells that were near the end of their useful lives – 2002B had 11 wells and 2002C had 12 wells. PDC served as operator for each of these wells.

12. Given the decline in production and the lack of distributions to Partners, and after reviewing their options for disposing of their assets and securing payment of the plugging and abandonment liability associated with each well (“P&A liability”), the Debtors and PDC began discussions for an overall transaction that would ultimately become the basis for the Plan. As part of this transaction, the Debtors sought relief under chapter 11 of the Bankruptcy Code to efficiently wind down their businesses and make a final distribution to the Partners.

13. On February 21, 2017, the Debtors filed their Plan and Disclosure Statement, Docket Nos. 87 and 88, respectively. The Plan provided for the sale of all assets of the Debtors and the subsequent liquidation of the Debtors by distributing all cash held or to be received by the Debtors to each Debtor’s creditors and Partners. The Plan also provided for a settlement of potential causes of action against PDC, whereby PDC paid the Debtors \$1,500,000.00 for a general release of any causes of action of the limited partners, with the ability of Investor Partners to opt-out of the release. In addition, on the effective date of the Plan, PDC placed \$350,000.00 in an Administrative Reserve to pay (i) Allowed Administrative Expense Claims (as defined in the Plan) against the Debtors, and (ii) the post-effective date costs and expenses of winding down the Debtors’ estates, up to \$25,000. The Plan and Disclosure Statement were both amended on March 31, 2017, Docket Nos. 103 and 104, respectively.

14. The Court approved the Disclosure Statement for the Plan on March 31, 2017, along with certain voting, tabulation and solicitation procedures, and the Plan, Disclosure Statement and solicitation materials were mailed to parties entitled to vote as scheduled on April 4, 2017. All voting classes accepted the Plan, and the Plan was confirmed on May 23, 2017 [Docket No. 129].

15. The Debtors' Disbursing Agent made an initial distribution to the Partners on August 1, 2017.

### **SUMMARY OF REQUEST**

16. By this Application, Gray Reed seeks (i) final approval of \$112,503.50 in fees for services rendered to the Debtors during the Application Period and \$4,378.96 in expenses incurred during the Application Period; and (ii) final approval to draw its remaining pre-petition retainer of \$44,059.04 (the "Retainer") and apply same to the unpaid allowed fees and expenses. The blended hourly rate for services provided by all Gray Reed professionals was \$290.93 during the Application Period. The blended rate for attorneys only was \$336.67 during the Application Period.

17. Annexed hereto as Exhibits "A" through "F" are itemized invoices showing the services rendered by Gray Reed during the Application Period, broken out by specific project category. These Exhibits indicate the name of the professional rendering the service, the service provided, the professional's billing rate and the amount of time expended on the service recorded in tenths (1/10) of an hour. These Exhibits were compiled from the contemporaneous time records maintained by Gray Reed in the ordinary course of its business. The reflected rates are those customarily charged by Gray Reed to its non-bankruptcy clients.

18. Annexed hereto as Exhibit "G" is an itemization of the actual and necessary expenses incurred by Gray Reed during the Application Period in connection with the rendition of

the services described herein. All such expenses are reflected in the books and records of Gray Reed, contemporaneously maintained in the ordinary course of business.

19. Applicant represents that it has no agreement or understanding which may be prohibited by 18 U.S.C. § 155.

**SERVICES RENDERED DURING THE  
APPLICATION PERIOD**

20. Gray Reed respectfully submits that its services have provided a benefit to the Debtors and their respective estates. Set forth below are descriptions of the services rendered by Gray Reed on the Debtors' behalf, on a category-by-category basis.

**A. Case Administration**

21. Time spent in this category relates to case administrative matters including, but not limited to, drafting first day pleadings, reviewing and filing monthly operating reports, preparing and filing the Debtors' schedules and statements of financial affairs, attending the section 341 creditors' meeting and initial debtor interview and related administrative matters.

22. Applicant spent a total of 121.9 hours on tasks in this category during the Application Period for total fees of \$34,693.00.

**B. Professional Retention and Compensation**

23. This category reflects time spent by Gray Reed performing services in connection with the retention of case professionals. These services include, but not limited to, preparing the Debtors' applications to retain the Responsible Party, Gray Reed, and BMC Group, Inc., the Debtors' voting and tabulation agent, preparing Gray Reed's First and Final Fee Application and related matters.

24. Applicant spent a total of 53.7 hours on tasks in this category during the Application Period for total fees of \$6,700.00.

**C. Plan and Disclosure Statement**

25. Time in this category relates to (i) drafting the Debtors' original plan and disclosure statement, filed on February 21, 2017, and matters related thereto, such as preparing and filing motions to extend exclusivity, (ii) drafting the Debtors' revised plan and disclosure statement, filed on March 31, 2017, (iii) preparing a motion to approve solicitation materials and procedures, (vi) attending to solicitation issues, (v) undertaking various confirmation matters, (viii) overseeing the distribution of estate funds to unit holders post-confirmation, and (ix) working on related matters.

26. Applicant spent a total of 130.9 hours on tasks in this category during the Application Period for total fees of \$42,498.00.

**D. Sale and Related Issues**

27. This category primarily relates to time spent marketing the Debtors' assets, analyzing comparable sales data, negotiating a term sheet with PDC, and reviewing and revising well assignments in furtherance of same.

28. In addition, on May 1, 2017, the Debtors filed their *Expedited Motion for Order Authorizing Plugging of Partnership Wells* [Docket No. 110], pursuant to which the Debtors sought authorization to plug and abandon certain wells that were in the vicinity of anticipated horizontal drilling activity. A hearing was held on May 8, 2017 wherein the Motion was granted, and an *Order Authorizing Plugging of Partnership Wells* was entered on May 15, 2017, Docket No. 124.

29. Applicant spent a total of 36.00 hours on tasks in this category during the Application Period for total fees of \$12,702.50.

**E. Attendance at Hearings**

30. This category reflects time spent by Gray Reed preparing for, attending, and following up after various hearings on the Debtors' behalf.

31. Applicant spent a total of 26.0 hours on tasks in this category during the Application Period for total fees of \$10,005.00.

**F. Communications with Constituents**

32. This category relates to time spent communicating with the Debtors' limited partners regarding various aspects of the Debtors' chapter 11 cases, including answering questions about the general status and effect of the cases, distributions, handling address changes and beneficiary changes, answering questions about general tax issues (*e.g.*, whether and when K-1s would be sent for particular tax years) and related matters.

33. Applicant spent a total of 18.20 hours on tasks in this category during the Application Period for total fees of \$5,905.00.

**STANDARD FOR ALLOWANCE OF FEES AND EXPENSES**

34. Section 330 of the Bankruptcy Code authorizes the Court to award an applicant, as counsel for a trustee, debtor, creditors' committee or other professional employed pursuant to 11 U.S.C. § 327, reasonable compensation for its services and reimbursement of its expenses.

Specifically, section 330 of the Bankruptcy Code states as follows:

(a)(1) After notice to the parties in interest and the United States Trustee and a hearing, and subject to sections 326, 328, and 329, the court may award to a . . . professional person employed under section 327 or 1103 —

(A) reasonable compensation for actual, necessary services rendered by the . . . professional person, or attorney and by any paraprofessional person employed by any such person; and

- (B) reimbursement for actual, necessary expenses.

11 U.S.C. § 330(a)(1).

35. Section 330(a)(3) of the Bankruptcy Code provides that in determining the amount of reasonable compensation to be awarded, the Court should consider the nature, extent and value of the services rendered to the estate, taking into account all relevant factors, including:

- (A) the time spent on such services;
- (B) the rates charges for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under [the Bankruptcy Code];
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (F) whether the compensation is reasonable, based on the customary compensation charged by comparably skilled practitioners in cases other than cases under [the Bankruptcy Code].

11 U.S.C. § 330(a)(3).

36. As analyzed below, Applicant believes that the elements governing awards of compensation justify the allowance prayed for herein.

(a) Time Spent on Services. As more specifically described in the Application, a total of 386.7 hours of professional services were rendered by Gray Reed on behalf of the Debtors during the Application Period. Gray Reed respectfully submits that its time spent performing services for the Debtors was reasonable. Gray Reed's records of the time expended for rendition of professional services to the Debtors, as well as for rendition of services to all of Gray Reed's

other clients, consist of handwritten or computer generated time entries by individual attorneys and paraprofessionals which have been placed in computer records maintained by Gray Reed. All professionals rendering services in the case have made a deliberate effort to avoid any unnecessary duplication of work and time expended. When more routine tasks were involved, Gray Reed utilized the talents of its less experienced attorneys or paraprofessionals to reduce the overall fees in this matter without sacrificing the quality of services rendered.

(b) Rates Charged for the Services. Applicant represents and would demonstrate that the hourly rates charged by Gray Reed for the services performed in these proceedings are competitive and customary for the degree of skill and expertise required in the performance of similar services rendered by other experienced bankruptcy counsel and other professionals in matters of this type. The fees requested herein have been computed in accordance with Gray Reed's standard hourly rates for services rendered to non-insolvency clients. The blended hourly rate for professional services, including paraprofessionals, performed and billed by Gray Reed during the Application Period was \$290.93. Not including paraprofessionals, Gray Reed's blended hourly rate was \$336.67 for the Application Period.

(c) Benefit of the Services. Applicant respectfully submits that its services to date have been beneficial to the Debtors and their respective estates. As a result of Gray Reed's efforts during these chapter 11 cases, and among other things, the Debtors have complied with Bankruptcy Code-imposed duties (*i.e.*, filing monthly operating reports), reached a global resolution of these chapter 11 cases with PDC (including assumption of outstanding P&A liability and an additional settlement payment of \$1,500,000.00), obtained confirmation of the Plan, and made an initial distribution to unit holders that far exceeded the amount Partners would have received had the Debtors' estates been liquidated in a chapter 7.

(d) Whether Services Were Performed in a Reasonable Amount of Time. Applicant represents and would demonstrate to this Court that the services were performed in a reasonable amount of time given the issues involved in this case and the timing of various matters in these cases as a whole.

(e) Board Certification and/or Skill and Experience. Although only two of the Gray Reed attorneys working on this case are board certified, all attorneys who worked on this engagement are skilled and experienced practitioners in bankruptcy and oil and gas matters.

(f) Whether Compensation Is Reasonable. Applicant represents and would demonstrate that the compensation sought in connection with the services rendered and expenses incurred in connection with this case during the Application Period is reasonable and is commensurate with those rates charged by comparable, skilled practitioners at national and Texas-based law firms handling matters of this type. Each professional at Gray Reed who rendered services to the Debtors, the hourly billing rate for each individual, and the number of hours worked by the individuals during the Application Period is set out in the Summary included in the front of this Application. Applicant's fees are based upon the normal hourly rates that Gray Reed charges non-insolvency clients. Taking into consideration the time and labor spent, the nature and extent of the representation and the nature of these proceedings, Gray Reed believes the allowance prayed for herein is reasonable, in light of the rates charged, the services performed, and the results achieved.

37. Furthermore, under the lodestar approach to fee calculation, which was first articulated by the Third Circuit in *Lindy Bros. Builders, Inc. v. American Radiator & Standard Sanitary Corp.*, 487 F.2d 161, 167 (3d Cir. 1973), and is now the settled method for calculating reasonable attorneys' fees in the federal courts, *see generally Perdue v. Kenny A. ex rel. Winn*, 559 U.S. 542 (2010); *Louisiana Power & Light Co. v. Kellstrom*, 50 F.3d 319, 323-24 (5th Cir.



1995), *cert. denied*, 516 U.S. 862 (1995), the Court must make an initial objective determination of attorneys' fees by multiplying Gray Reed's reasonable hourly rate by the number of hours reasonably expended by Gray Reed in performing services. The lodestar amount may then be adjusted by taking the twelve (12) subjective factors set forth in *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714 (5th Cir. 1974), into consideration, even though the *Johnson* factors are generally subsumed within the lodestar calculation. *Pennsylvania v. Delaware Valley Citizen's Council for Clean Air*, 478 U.S. 546, 563-64 (1986).

38. The *Johnson* factors are: (1) the time and labor required; (2) the novelty and complexity of the issues presented; (3) the skill required to properly perform the legal services rendered; (4) preclusion of other employment due to acceptance of the engagement; (5) customary fee charges for like work; (6) whether the fee is fixed or contingent; (7) time limitations imposed by circumstances or the client; (8) the amount in controversy and results obtained; (9) the experience, reputation and ability of counsel; (10) the undesirability of the case; (11) the nature and length of the professional relationship between counsel and client; and (12) fee awards in similar cases. *See Johnson*, 488 F.2d at 717-19. Most of the *Johnson* factors were previously discussed in this Application (*i.e.*, factors 1, 2, 3, 5, 6, 8 and 9). With respect to the remaining factors, Gray Reed states that: it was not precluded from accepting other employment (factor 4); the only time limitations imposed on Gray Reed were those imposed by Court order, the Local Rules, the Bankruptcy Rules, or that were otherwise existing at the time of Gray Reed's retention (factor 7); this representation was not undesirable (factor 10); Gray Reed had no relationship with the Debtors before it was retained, although attorneys at Gray Reed had worked with the Responsible Party in prior cases and represented 12 related debtors in the case styled *In re Eastern 1996D Limited*

*Partnership, et al.*, No. 13-34773 (Bankr. N.D. Tex.) (factor 11);<sup>1</sup> and the fees sought herein are modest in comparison to fees awarded in other chapter 11 cases of this size in the United States and in this District (factor 12). Given the limited resources in this case, and given that the Debtors have sold their assets and are not continuing in business, Gray Reed made every effort to be prudent in its expenditure of time and money, to ensure that neither resources nor value was squandered. Gray Reed respectfully submits that, based upon the objective and subjective factors, the fees sought herein are reasonable.

39. A reasonable hourly rate is the prevailing market rate in the community for similar services rendered by attorneys of comparable skill, experience and reputation. *Blum v. Stenson*, 465 U.S. 886, 895 (1984). Applicant respectfully submits that its rates are generally comparable to those of other firms of a similar size with comparable bankruptcy practices and similar expertise that have a national presence, as well as presence in the Northern District of Texas.

40. Gray Reed has done its best to minimize the number of professionals and paraprofessionals working on these cases to ensure that these cases proceeded smoothly, expeditiously and in a cost effective and efficient manner.

41. Accordingly, for all of the above reasons, Applicant respectfully submits that the fees sought in this Application are reasonable under section 330 of the Bankruptcy Code and applicable case law standards, and should be awarded in full.

#### **SUMMARY OF EXPENSES**

42. Applicant has incurred actual expenses on the Debtors' behalf in the amount of \$4,378.96 during the Application Period. Records for long distance telephone calls, telecopy

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<sup>1</sup> The relationships among Gray Reed, the Responsible Party and Counsel to PDC were previously and fully disclosed to the Court by Gray Reed in accordance with Bankruptcy Rule 2014. *See* Docket Nos. 31 and 53 (Amended).

charges, overnight delivery, other air freight and messenger services, postage, computer research and other expenses are those charged to Applicant and maintained by Applicant's accounting personnel. There is no minimum dollar charge with respect to any expense item and the charges set forth are those charged routinely to other clients. With respect to in-house photocopying charges, Gray Reed charges at a rate of 20¢ per page. These charges are intended to cover Applicant's costs for the services; Applicant does not believe that the charges constitute a profit. A determination of the actual expense per page for photocopying services is dependent on both the volume of copies or facsimiles and the total expense attributable to photocopying and facsimiles on an annual basis. Outside copy service charges, delivery expenses and computer research time are billed at actual rates charged to the Applicant. Postage is charged at the actual rate charged by the U.S. Postal Service or at any lesser rate charged to Gray Reed by Gray Reed's postal vendor(s).

#### **NOTICE**

43. Notice of this Application has been provided in accordance with the Court's Order Pursuant to Sections 102 and 105(a) of the Bankruptcy Code and Bankruptcy Rules 2002(m) and 9007 Establishing Notice Procedures [Docket No. 24].

#### **CONCLUSION**

**WHEREFORE**, Gray Reed & McGraw LLP respectfully requests this Court enter an order (i) allowing and approving final compensation to Gray Reed of \$112,503.50 for services rendered to the Debtors during the Application Period; (ii) allowing and approving reimbursement to Gray Reed of \$4,378.96 in expenses incurred during the Application Period; (iii) authorizing Gray Reed to draw down the Retainer and apply same to the unpaid allowed fees and expenses,

with the balance of such allowed fees and expenses to be paid from the Administrative Reserve;  
and (iv) granting Applicant such other and further relief as may be just and proper.

Respectfully submitted this 1st day of September, 2017.

**GRAY REED & MCGRAW LLP**

By: /s/ Jason S. Brookner

Jason S. Brookner

Texas Bar No. 24033684

Lydia R. Webb

Texas Bar No. 24083758

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[lwebb@grayreed.com](mailto:lwebb@grayreed.com)

**COUNSEL TO THE REORGANIZED  
DEBTORS**

**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that on the 1st day of September, 2017, he caused a true and correct copy of the foregoing document to be served on the Limited Service List in accordance with the Court's Notice Procedures Order, via first class U.S. Mail, postage prepaid, or electronic mail, when available.

/s/ Jason S. Brookner

Jason S. Brookner

**IN THE UNITED STATES BANKRUPTCY COURT FOR THE  
NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

In re:	§	Chapter 11
	§	
COLORADO 2002B LIMITED	§	Case No. 16-33743-BJH-11
PARTNERSHIP and COLORADO 2002C	§	
LIMITED PARTNERSHIP,	§	Jointly Administered
	§	
Debtors.	§	

**ORDER GRANTING AMENDED FIRST AND FINAL  
APPLICATION OF GRAY REED & MCGRAW LLP FOR ALLOWANCE OF  
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Upon the Amended First and Final Application of Gray Reed & McGraw LLP for Allowance of Compensation and Reimbursement of Expenses (the “Application”); and the Court having jurisdiction over the Application pursuant to 28 U.S.C. §§ 157 and 1334; and the Application being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that good and sufficient notice of the Application has been given and no other or further notice is required;

and upon the hearing on the Application and argument of counsel thereat; and after due deliberation and good cause appearing therefor,<sup>1</sup> it is

ORDERED that the Application be, and it hereby is, granted as set forth herein; and it is further

ORDERED that final compensation and reimbursement of expenses to Gray Reed is hereby allowed and approved in the aggregate amount of \$112,503.50 in fees and \$4,378.96 in expenses for the Application Period; and it is further

ORDERED that Gray Reed is hereby authorized to draw down the Retainer in partial satisfaction of the fees and expenses approved herein, with the balance to be paid from the Administrative Reserve; and it is further

ORDERED that the Court retains jurisdiction over this Order and the matters addressed herein.

### END OF ORDER ###

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<sup>1</sup> Capitalized terms used but not defined herein have the meanings ascribed to them in the Application.



# GRAY REED

ATTORNEYS & COUNSELORS

1300 Post Oak Boulevard, Suite 2000, Houston, Texas 77056  
Federal Tax Identification Number: 81-4045088

Bill Date: August 31, 2017  
Client.Matter: 016291.000003  
Attorney: Jason S. Brookner  
Invoice: 465771  
Page: 1 of 7

PDC 2002-B Limited Partnership, et al  
KNicolaou@Atropos-inc.com

Attention: Karen Nash Nicolaou

RE: Case Administration

**Bill-at-a-Glance** – for services through July 31, 2017

<b>Professional Services</b>	\$34,693.00
<b>Total this Invoice</b>	\$34,693.00
<b>Total Now Due</b>	<b>\$34,693.00</b>

**Please remit payment to:**  
Gray Reed & McGraw  
ATTN: Accounts Receivable  
1300 Post Oak Boulevard  
Suite 2000  
Houston, TX 77056

**Wire Instructions:**  
Domestic Routing #: 114000093 | Frost Bank  
100 W. Houston St., San Antonio, TX 78205

International SWIFT #: FRSTUS44

Beneficiary Account #: 502399725  
Beneficiary Name: Gray Reed & McGraw Depository

**Reference:** 016291.000003 **Invoice #** 465771

For questions about this bill please call 1.888.908.8159 or  
e-mail us at ar@grayreed.com

Visit us at [www.grayreed.com](http://www.grayreed.com)

**Dallas**  
Phone: 214.954.4135  
Facsimile: 214.953.1332



**Houston**  
Phone: 713.986.7000  
Facsimile: 713.986.7100

## ||| Gray Reed &amp; McGraw

PDC 2002-B Limited Partnership, et al  
KNicolaou@Atropos-inc.com

Bill Date: August 31, 2017  
Client Matter: 016291.000003  
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**Matter 000003 – Case Administration****Professional Services - Detail**

Date	Tkpr	Description of Services	Hours	Amount
09/24/16	LW	Work on motion for joint administration (1.0); Attend to various post-filing administrative matters (1.0).	2.00	\$ 650.00
09/24/16	JMB	Prepare additional first day filings (1.0); Cross-reference 1996D creditors with 2002B creditors to identify number of shared creditors (.9); Conference concerning joint motion approach (.3).	2.20	\$ 605.00
09/24/16	CDP	Compare 2002C and 2002B creditor lists to master list to identify matching creditor information.	4.00	\$ 780.00
09/24/16	CDP	Work on Creditor Matrix for 2002B creditor list.	2.50	\$ 487.50
09/24/16	CDP	Draft Verification of Mailing List for 2002B and 2002C creditor lists.	0.40	\$ 78.00
09/26/16	LW	Work on schedules (.5); Research re scheduling of P&A liability (.5); Correspondence re setting of hearing on joint administration motion (.3); Confer with C. Patterson re notice of hearing, etc. (.2).	1.50	\$ 487.50
09/26/16	JMB	Revise Notice of Hearing (.5); Correspondence with L. Webb regarding the objection deadline (.3);	0.80	\$ 220.00
09/26/16	JMB	Review Partnership Agreements with regard to PDC liability for plugging and abandonment (.9); Begin draft of Cash Management Motion (1.4).	2.30	\$ 632.50
09/26/16	CDP	Calendar deadlines and begin working on Schedules A-H and Form B121 (.4);	0.40	\$ 78.00
09/26/16	CDP	Draft Notice of Hearing (.6);	0.60	\$ 117.00
09/26/16	CDP	Work on Schedules A-H (.6);	0.60	\$ 117.00
09/26/16	CDP	E-File Notice of Hearing in all related cases and save same to network (.8).	0.80	\$ 156.00
09/27/16	LW	Work on schedules and SOFAs (1.0); Review servicing agreement from BMC and forward same to K.Nicolaou (.3); Correspondence with K. Nicolaou re schedule deliverables (.5).	1.80	\$ 585.00
09/27/16	CDP	Work on Schedules (.8);	0.80	\$ 156.00
09/27/16	CDP	Confer with L. Webb re preparation of Schedules (.2).	0.20	\$ 39.00
09/28/16	LW	Work on schedules (.3); Confer with K. Nicolaou re same (.2).	0.50	\$ 162.50
09/28/16	CDP	Work on Schedules.	1.20	\$ 234.00
09/30/16	JMB	Prepare motion to limit notice and proposed order concerning the same (1.8);	1.80	\$ 495.00
09/30/16	JMB	Prepare revisions to K. Nicolaou declaration concerning the facts leading to bankruptcy (.9).	0.90	\$ 247.50
10/03/16	LW	Work on second day motions (2.0); Correspondence with K. Nicolaou re schedules (.2).	2.20	\$ 715.00
10/03/16	JMB	Review current UST Guidelines concerning Debtor bank accounts (.6); Draft Cash Management Motion and Order granting the same (2.8); Begin draft of Motion to Extend Time to File Schedules (.5).	3.90	\$ 1,072.50
10/04/16	LW	Work on second day motions (4.5); Correspondence with K. Nicolaou re partnership assets (.2); Confer with K. Nicolaou re case issues (.5); Follow	6.20	\$ 2,015.00



## ||| Gray Reed &amp; McGraw

PDC 2002-B Limited Partnership, et al  
KNicolaou@Atropos-inc.com

Bill Date: August 31, 2017  
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Date	Tkpr	Description of Services	Hours	Amount
		up correspondence re same (.3); Begin preparing items for initial debtor interview (.7).		
10/04/16	JMB	Complete draft of Motion to Extend and Order granting the same (1.5); Prepare revisions to Cash Management Motion (.5); Review current officers and directors identified in Responsible Party conflicts check (.3); Amend Confidentiality Agreement (.7); Review caselaw concerning intradivisional transfers and draft Motion for Intradivision Transfer (3.7).	6.70	\$ 1,842.50
10/04/16	CDP	Perform research regarding Directors, Officers and Trustee personnel in preparation for conflicts check.	1.20	\$ 234.00
10/04/16	CDP	Calendar Initial Debtor Interview date and distribute. [No Charge].	0.30	<del>\$ 58.50</del>
10/04/16	CDP	Calendar deadlines for 341 Meeting and filing of Proof of claims. [No Charge].	0.80	<del>\$ 156.00</del>
10/05/16	JSB	Review and revise various first day pleadings and K. Nicolaou declaration.	1.50	\$ 900.00
10/05/16	LW	Work on second day motions (2.0); Work on initial debtor interview items (1.0); Confer with US Trustee re initial debtor interview and schedules (.3); Correspondence with Texas Capital Bank re DIP account (.2); Work on Nicolaou declaration (1.0).	4.50	\$ 1,462.50
10/05/16	JMB	Prepare revisions to Transfer Motion (.6); Identify additional cases discussing the administration of later-filed related cases for citation in the Transfer Motion (1.7).	2.30	\$ 632.50
10/05/16	CDP	Complete IDI forms in preparation for 341 meeting.	1.20	\$ 234.00
10/06/16	LW	Review and prepare second day pleadings for filing (2.0); Review Nicolaou declaration (.6); File declaration and request for emergency hearing (.3); Attend to service of all pleadings (.2); Correspondence with courtroom deputy re setting (.2).	3.30	\$ 1,072.50
10/07/16	LW	Correspondence with courtroom deputy re setting for second day motions (.3); Review and revise notice of hearing for same (.2).	0.50	\$ 162.50
10/07/16	CDP	E-File Notice of Hearing.	0.20	\$ 39.00
10/11/16	LW	Prepare for hearing on second day motions (2.5); Correspondence with US Trustee re comments to second day motions (.3); Revise orders consistent with court comments (1.0); Confer with BMC re investor mailout of notice of bankruptcy (.2); Review and revise cover letter to 341 notice (.2).	4.20	\$ 1,365.00
10/11/16	CDP	Upload orders to via ECF regarding recently filed pleadings.	0.50	\$ 97.50
10/12/16	LW	Correspondence re BMC proposed order (.2); Review and approve changes to same (.2).	0.40	\$ 130.00
10/12/16	CDP	Revise order regarding BMC retention pursuant to court instruction and upload.	0.80	\$ 156.00
10/13/16	LW	Correspondence with BC re mail merge of investor letter (.4); Review and approve FAQs (.2); Confer with J. Rovira re investor mail out (.2).	0.80	\$ 260.00
10/14/16	JSB	Review issues regarding "top 31" list and email to BMC et al regarding same.	0.50	\$ 300.00
10/14/16	LW	Confer with BMC re compilation of 20 largest investor list (.3); Review list and follow up correspondence re same (.2).	0.50	\$ 162.50
10/17/16	LW	Confer with C. Patterson re notice of limited service list (.2); Revise same (.1); Correspondence with K. Nicolaou re initial debtor interview (.2);	0.90	\$ 292.50

## ||| Gray Reed &amp; McGraw

PDC 2002-B Limited Partnership, et al  
KNicolaou@Atropos-inc.com

Bill Date: August 31, 2017  
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Date	Tkpr	Description of Services	Hours	Amount
		Correspondence with Texas Capital Bank re DIP account (.2); Correspondence with D. Stump re investor mailout (.2).		
10/17/16	CDP	Created master service list (1.0); Draft Notice of First Limited Service List (1.2); Office conference with L. Webb regarding same (.4); E-File same (.2); E-File Applications for Employment of Gray Reed and Atropos, Inc (.8); Office conference with L. Webb regarding same (.2); Calendar weekly Service List updates (.2).	4.00	\$ 780.00
10/18/16	LW	Correspondence with D. Stump re initial debtor interview deliverables (.2); Review initial debtor interview materials (.5); Confer with K. Nicolaou re same (.2); Confer with D. Stump re tax returns and insurance (.3); Forward tax returns to US Trustee (.1).	1.30	\$ 422.50
10/19/16	JSB	Assist with schedule/SOFA prep (.7) Attend initial debtor interview and follow up with client (1.1).	1.80	\$ 1,080.00
10/19/16	LW	Correspondence with J. Brookner re initial debtor interview (.3); Correspondence with K. Nicolaou re schedules (.3).	0.60	\$ 195.00
10/20/16	JSB	Work on schedules and SOFA issues.	1.20	\$ 720.00
10/20/16	LW	Correspondence with K. Nicolaou re various schedules issues (.5); Review and revise schedules and statements of financial affairs (5.0); Correspondence with D. McHenry re payments to PDC (.2); Draft statement of equity security holders (.4); Attend to filing statements (.4).	6.50	\$ 2,112.50
10/20/16	JMB	Review rules and local forms concerning the filing of schedules (.3); Correspondence with L. Webb concerning the same (.2).	0.50	\$ 137.50
10/20/16	JMB	Prepare final review and revision of schedules for 2002B and 2002C and assist with filing of the same (1.2); Correspondence with K. Nicolaou concerning declaration in support of schedules (.3); Prepare summary of assets and liabilities for the debtors (.5); Multiple correspondences with L. Webb, J. Brookner, and C. Paterson concerning finalizing schedules (.6).	2.60	\$ 715.00
10/20/16	CDP	Revise schedules in preparation for E-Filing (2.6); E-File schedules (1.0); Telephone call with ECF Help desk regarding issues with E-Filing same (.8); Office conference with J. Brown regarding same (.4)	4.80	\$ 936.00
10/21/16	LW	Correspondence with D. McHenry re schedules of partnership payments to PDC and review same.	0.40	\$ 130.00
10/21/16	CDP	Work with L. Webb on Schedules and SOFA issues and amendments.	1.00	\$ 195.00
10/24/16	LW	Review notice of no change to master service list.	0.20	\$ 65.00
10/24/16	JMB	Prepare revisions to employment applications per court requests and prepare for filing.	1.20	\$ 330.00
10/24/16	CDP	Draft Notice of Updated Limited Service List (.8); E-File Applications For Gray Reed and Atropos (.4); Re-file Atropos application to employ (.4); Telephone call with ECF Help desk regarding same (.3)	1.90	\$ 370.50
10/25/16	CDP	Electronically save client tax returns to network. [No Charge].	0.20	<del>\$ 39.00</del>
10/26/16	LW	Revise and file amended SOFA (.5); Correspondence with UST re same (.2); Research re application of small business debtor requirement (.4); Correspondence with UST re certificate of insurance (.3).	1.40	\$ 455.00
10/27/16	LW	Prepare for 341 meeting (1.0); Attend same (1.0).	2.00	\$ 650.00
10/28/16	LW	Draft order denying joint administration with related debtor cases (.2); Correspondence with chambers re same (.2).	0.40	\$ 130.00

## ||| Gray Reed &amp; McGraw

PDC 2002-B Limited Partnership, et al  
KNicolaou@Atropos-inc.com

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Date	Tkpr	Description of Services	Hours	Amount
10/31/16	LW	Review notice of update to master service list.	0.20	\$ 65.00
10/31/16	CDP	Draft Notice of Updated Limited Service List	0.40	\$ 78.00
11/07/16	LW	Review notice re master service list.	0.20	\$ 65.00
11/07/16	CDP	E-File Notice of Updated Limited Service List.	0.20	\$ 39.00
11/09/16	CDP	Attention to ECF notices.	0.10	\$ 19.50
11/14/16	LW	Correspondence with K. Nicolaou re MOR (.1); Review notice of master service list (.2).	0.30	\$ 97.50
11/14/16	CDP	Draft and e-File Notice of Updated Limited Service List.	0.40	\$ 78.00
11/16/16	LW	Correspondence with K. Nicolaou re MORs (.5); Correspondence with D. Stump re voided check (.2); Correspondence with PDC re payment of UST fees (.3).	1.00	\$ 325.00
11/16/16	CDP	Calendar deadline regarding application to employ Gray Reed.	0.10	\$ 19.50
11/17/16	LW	Correspondence with K. Nicolaou re case status.	0.20	\$ 65.00
11/21/16	LW	Correspondence with K. Nicolaou re MORs (.3); Correspondence with D. Stump re voided checks (.2).	0.50	\$ 162.50
11/22/16	LW	Forward cancelled checks to UST.	0.20	\$ 65.00
11/23/16	LW	Correspondence with K. Nicolaou re MORs.	0.20	\$ 65.00
11/24/16	LW	Review MORs (.5); Correspondence with K. Nicolaou re same (.3).	0.80	\$ 260.00
11/29/16	LW	Calculate end of exclusivity period and correspondence with J. Brookner re same.	0.30	\$ 97.50
11/30/16	CDP	Calendar exclusivity period deadline.	0.10	\$ 19.50
12/05/16	LW	Correspondence with K. Nicolaou re MORs.	0.20	\$ 65.00
12/06/16	LW	Call with K. Nicolaou re MORs (.2); Correspondence with J. Rovira re status (.1); Revise MORs and prepare for filing (.2).	0.50	\$ 162.50
12/06/16	CDP	E-File monthly operating reports.	0.20	\$ 39.00
12/08/16	CDP	E-File notice of hearing, create service labels for mail out regarding same and calendar hearing date.	1.00	\$ 195.00
12/12/16	CDP	Revise and e-File notice of updated limited service list.	0.60	\$ 117.00
12/20/16	LW	Correspondence with K. Nicolaou re MORs.	0.20	\$ 65.00
12/21/16	LW	Correspondence with K. Nicolaou re MORs.	0.20	\$ 65.00
12/28/16	CDP	Prepare and e-File Notice of Updated Limited Service List.	0.40	\$ 78.00
01/04/17	JSB	Correspondence with counsel regarding status and moving forward (.4); Correspondence with K. Nicolaou regarding same (.2).	0.60	\$ 360.00
01/10/17	LW	Correspondence with K. Nicolaou re MOR.	0.20	\$ 65.00
01/11/17	LW	Review MOR (.4); Circulate file marked copies to K. Nicolaou (.1).	0.50	\$ 162.50
01/12/17	LW	Correspondence with J. Brookner re exhibit and witness list for Tuesday's hearing (.3); Correspondence with C. Patterson re same (.2); Review same (.2).	0.70	\$ 227.50
01/12/17	CDP	Draft and e-File Notice of Updated Limited Service List (.2); Draft exhibit	1.00	\$ 195.00

## ||| Gray Reed &amp; McGraw

PDC 2002-B Limited Partnership, et al  
KNicolaou@Atropos-inc.com

Bill Date: August 31, 2017  
Client.Matter: 016291.000003  
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Date	Tkpr	Description of Services	Hours	Amount
		and witness list regarding Atropos retention and Joint Emergency Motion hearing (.8).		
01/17/17	CDP	Upload orders.	0.20	\$ 39.00
01/18/17	CDP	Calendar new deadlines.	0.10	\$ 19.50
01/20/17	LW	Correspondence with K. Nicolaou re orders for Tuesday's hearing.	0.20	\$ 65.00
01/20/17	CDP	Confer with L. Webb regarding recently filed pleadings.	0.30	\$ 58.50
01/24/17	LW	Review MOR (.4); Correspondence with K. Nicolaou re same (.1).	0.50	\$ 162.50
01/26/17	JSB	Correspondence with K. Nicolaou and PDC regarding status of reserve reports, admin expenses, business operation issues and related.	0.40	\$ 240.00
02/16/17	LW	Correspondence re MORs.	0.20	\$ 65.00
02/22/17	CDP	Assemble Notice of Disclosure Statement Hearing and exhibits in preparation for filing (.2); E-File same and save to imanager (.3); Assemble hearing notebooks regarding same for delivery to Judge (.8).	1.30	\$ 253.50
02/27/17	LW	Correspondence re MOR.	0.20	\$ 65.00
02/28/17	CDP	E-File updated limited service list.	0.20	\$ 39.00
03/09/17	LW	Correspondence with K. Nicolaou re MORs.	0.20	\$ 65.00
03/10/17	LW	Review MORs and prepare for filing.	0.50	\$ 162.50
03/10/17	VTS	Finalize and file monthly MORs for month of January 2017 for PDC 2002B and 2002C.	0.30	\$ 22.50
03/15/17	CDP	E-File updated Notice of Limited Service list.	0.20	\$ 39.00
03/24/17	CDP	Draft E&W list in preparation for hearing regarding disclosure statement (.5); E-file same (.2); Assemble hearing notebooks regarding same (.5).	1.20	\$ 234.00
03/27/17	LW	Review MORs (.5); Correspondence with chambers re setting for confirmation hearing (.4).	0.90	\$ 292.50
03/28/17	VTS	Finalize and file monthly MORs for month of February 2017 for PDC 2002B and 2002C.	0.30	\$ 22.50
04/27/17	LW	Review MORs (.5); Correspondence with K. Nicolaou re case update (.3).	0.80	\$ 260.00
05/02/17	CDP	Draft notice of hearing for attorney review (.4); e-file same (.2); coordinate mail out of same to service list recipients (.2).	0.80	\$ 156.00
05/10/17	VTS	Serve Declaration of Balloting Agent on UST (.1); Prepare Certificate of Service of same (.1); File Same (.1).	0.30	\$ 22.50
06/14/17	LW	Correspondence re QOR.	0.20	\$ 65.00
07/20/17	LW	Correspondence with D. Stump re QOR.	0.20	\$ 65.00
07/21/17	LW	Correspondence re QOR.	0.20	\$ 65.00
Total Professional Services			121.90	\$34,693.00

||| Gray Reed & McGraw

PDC 2002-B Limited Partnership, et al  
KNicolaou@Atropos-inc.com

Bill Date: August 31, 2017  
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**Professional Services - Timekeeper Summary**

<b>Person</b>		<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
JSB	Jason S. Brookner	6.00	\$600.00	\$3,600.00
LW	Lydia Webb	52.60	\$325.00	\$17,095.00
JMB	Jason M. Brown	25.20	\$275.00	\$6,930.00
CDP	Clark D. Patterson	35.90	\$195.00	\$7,000.50
CDP	Clark D. Patterson	1.30	\$0.00	\$0.00
VTS	Veronica T. Salazar	0.90	\$75.00	\$67.50



# GRAY REED

ATTORNEYS & COUNSELORS

1300 Post Oak Boulevard, Suite 2000, Houston, Texas 77056  
Federal Tax Identification Number: 81-4045088

Bill Date: August 31, 2017  
Client.Matter: 016291.000004  
Attorney: Jason S. Brookner  
Invoice: 465772  
Page: 1 of 3

PDC 2002-B Limited Partnership, et al  
KNicolaou@Atropos-inc.com

Attention: Karen Nash Nicolaou

RE: Professional Retention & Compensation

**Bill-at-a-Glance** – for services through July 31, 2017

<b>Professional Services</b>	\$6,700.00
<b>Total this Invoice</b>	\$6,700.00
<b>Total Now Due</b>	<b>\$6,700.00</b>

**Please remit payment to:**  
Gray Reed & McGraw  
ATTN: Accounts Receivable  
1300 Post Oak Boulevard  
Suite 2000  
Houston, TX 77056

**Wire Instructions:**  
Domestic Routing #: 114000093 | Frost Bank  
100 W. Houston St., San Antonio, TX 78205

International SWIFT #: FRSTUS44

Beneficiary Account #: 502399725  
Beneficiary Name: Gray Reed & McGraw Depository

**Reference:** 016291.000004 **Invoice #** 465772

For questions about this bill please call 1.888.908.8159 or  
e-mail us at ar@grayreed.com

Visit us at [www.grayreed.com](http://www.grayreed.com)

**Dallas**  
Phone: 214.954.4135  
Facsimile: 214.953.1332



**Houston**  
Phone: 713.986.7000  
Facsimile: 713.986.7100

## ||| Gray Reed &amp; McGraw

PDC 2002-B Limited Partnership, et al  
KNicolaou@Atropos-inc.com

Bill Date: August 31, 2017  
Client Matter: 016291.000004  
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Page: 2 of 3

**Matter 000004 – Professional Retention & Compensation****Professional Services - Detail**

Date	Tkpr	Description of Services	Hours	Amount
09/27/16	JMB	Prepare revisions to Application to Employ Atropos (.7); Draft Declaration in support of Atropos employment application (.6); Draft proposed order granting Atropos application (.6); Correspondence with K. Nicolaou concerning pre-petition retainers (.2).	2.10	\$ 577.50
09/30/16	JMB	Revise and complete first draft of Motion to employ BMC as tabulation agent, declaration in support thereof, and order approving the same.	1.70	\$ 467.50
10/03/16	LW	Review and revise BMC services agreement (.2); Correspondence with BMC re same (.2).	0.40	\$ 130.00
10/04/16	JSB	Review and revise Atropos retention application.	0.30	\$ 180.00
10/05/16	LW	Work on BMC retention pleadings (.5); Correspondence with BMC re same (.3); Review revised services agreement (.2); Work on Atropos retention pleadings (.5).	1.50	\$ 487.50
10/06/16	LW	Revise Atropos retention application (.3); Revise Gray Reed retention application (.5).	0.80	\$ 260.00
10/06/16	JMB	Draft Gray Reed & McGraw's Application for Retention, Declaration of Jason Brookner in support, and Proposed Order.	3.60	\$ 990.00
10/14/16	LW	Revise Gray Reed employment application (.3); Revise Atropos employment application (.2).	0.50	\$ 162.50
10/17/16	LW	Prepare Atropos and Gray Reed retention applications for filing (.3); Attend to service of same (.1).	0.40	\$ 130.00
10/24/16	LW	Correspondence re revised applications.	0.20	\$ 65.00
11/17/16	CDP	Draft Certificate of No Objection for GRM and Atropos.	1.60	\$ 312.00
11/18/16	LW	Review certificates of no objection re retention applications (.2); Review proposed orders re same (.2).	0.40	\$ 130.00
11/18/16	CDP	E-File Certificate of No Objection regarding GRM and Atropos, Inc. (.3); upload orders regarding same (.2).	0.50	\$ 97.50
12/06/16	LW	Coordinate hearing date on Atropos retention.	0.20	\$ 65.00
12/06/16	CDP	Telephone call to/from court to set hearing regarding Atropos retention (.3); Email correspondence with L. Webb regarding same (.3).	0.60	\$ 117.00
12/07/16	LW	Review Atropos notice of hearing.	0.20	\$ 65.00
12/07/16	CDP	Draft Notice of Hearing regarding Atropos retention.	0.80	\$ 156.00
06/13/17	LW	Begin working on Gray Reed fee application.	0.50	\$ 162.50
06/13/17	TN	Compose Fee Application. [No Charge].	7.00	<del>\$ 350.00</del>
06/14/17	TN	Compose Fee Application Order. [No Charge].	5.30	<del>\$ 265.00</del>
06/16/17	TN	Continue working on Fee Application Order. [No Charge].	3.40	<del>\$ 470.00</del>
06/19/17	TN	Continue working on Fee Application Order. [No Charge].	7.60	<del>\$ 380.00</del>
06/20/17	TN	Continue working on Fee Application Order. [No Charge].	7.50	<del>\$ 375.00</del>
07/12/17	LW	Work on fee application calculations.	1.00	\$ 325.00

||| Gray Reed & McGraw

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Bill Date: August 31, 2017  
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 Invoice: 465772  
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Date	Tkpr	Description of Services	Hours	Amount
07/13/17	LW	Correspondence with K. Nicolaou re fee applications.	0.20	\$ 65.00
07/17/17	LW	Correspondence with J. Brookner re fee app.	0.20	\$ 65.00
07/24/17	LW	Correspondence with K. Nicolaou re fee application and time records.	0.20	\$ 65.00
07/27/17	LW	Work on fee application.	2.00	\$ 650.00
07/28/17	LW	Work on final fee application.	1.00	\$ 325.00
07/31/17	LW	Work on final fee application.	2.00	\$ 650.00
Total Professional Services			53.70	\$6,700.00

**Professional Services - Timekeeper Summary**

Person		Hours	Rate	Amount
JSB	Jason S. Brookner	0.30	\$600.00	\$180.00
LW	Lydia Webb	11.70	\$325.00	\$3,802.50
JMB	Jason M. Brown	7.40	\$275.00	\$2,035.00
CDP	Clark D. Patterson	3.50	\$195.00	\$682.50
TN	Travis Nadalini	30.80	\$0.00	\$0.00





# GRAY REED

ATTORNEYS & COUNSELORS

1300 Post Oak Boulevard, Suite 2000, Houston, Texas 77056  
Federal Tax Identification Number: 81-4045088

Bill Date: August 31, 2017  
Client.Matter: 016291.000007  
Attorney: Jason S. Brookner  
Invoice: 465763  
Page: 1 of 6

PDC 2002-B Limited Partnership, et al  
KNicolaou@Atropos-inc.com

Attention: Karen Nash Nicolaou

RE: Plan & Disclosure Statement

**Bill-at-a-Glance – for services through July 31, 2017**

<b>Professional Services</b>	\$42,498.00
<b>Total this Invoice</b>	\$42,498.00
<b>Total Now Due</b>	<b>\$42,498.00</b>

**Please remit payment to:**  
Gray Reed & McGraw  
ATTN: Accounts Receivable  
1300 Post Oak Boulevard  
Suite 2000  
Houston, TX 77056

**Wire Instructions:**  
Domestic Routing #: 114000093 | Frost Bank  
100 W. Houston St., San Antonio, TX 78205

International SWIFT #: FRSTUS44

Beneficiary Account #: 502399725  
Beneficiary Name: Gray Reed & McGraw Depository

**Reference:** 016291.000007 **Invoice #** 465763

For questions about this bill please call 1.888.908.8159 or  
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Bill Date: August 31, 2017  
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**Matter 000007 – Plan & Disclosure Statement****Professional Services - Detail**

Date	Tkpr	Description of Services	Hours	Amount
10/06/16	JMB	Begin draft of Debtors' Chapter 11 Plan.	1.40	\$ 385.00
10/10/16	JMB	Additional work drafting Chapter 11 Plan	1.60	\$ 440.00
10/11/16	JMB	Continue drafting of Debtors' Chapter 11 Plan.	3.10	\$ 852.50
10/13/16	JMB	Complete first draft of Chapter 11 Plan of Reorganization	3.10	\$ 852.50
10/24/16	JSB	Initial review and revisions to joint plan.	2.30	\$ 1,380.00
10/25/16	JMB	Research re: 1129(a)(10) requirement.	1.20	\$ 330.00
10/26/16	LW	Confer with J. Brookner re cramdown issue.	0.30	\$ 97.50
10/27/16	JMB	Prepare revisions to and complete amended draft of Chapter 11 Plan (2.9). Begin Draft of Disclosure Statement (3.3).	6.20	\$ 1,705.00
11/03/16	JMB	Additional work on disclosure statement	0.70	\$ 192.50
11/07/16	JMB	Additional drafting of Joint Plan Disclosure Statement	2.30	\$ 632.50
11/08/16	JMB	Draft portion of Disclosure Statement describing the means of Plan implementation.	1.70	\$ 467.50
11/10/16	JMB	Complete Draft of Disclosure Statement and conduct review and revision(3.0); Calculate estimated distributable assets for interest holders (.9).	3.90	\$ 1,072.50
11/16/16	LW	Confer with K. Nicolaou re status of plan and disclosure statement (.2); Circulate drafts of same (.2).	0.40	\$ 130.00
12/22/16	LW	Begin drafting exclusivity motion.	0.50	\$ 162.50
12/23/16	LW	Finish drafting exclusivity motion (1.5); Confer with chambers re hearing setting (.3); Draft notice of hearing re same (.3); Attend to filing and service of same (.4).	2.50	\$ 812.50
01/05/17	JSB	Revise and work on disclosure statement.	1.10	\$ 660.00
01/06/17	JMB	Prepare additional revisions to the Colorado 2002B + C Disclosure Statement.	0.90	\$ 247.50
01/09/17	JMB	Additional revisions to Disclosure Statement	1.50	\$ 412.50
01/24/17	LW	Confer with J. Brown re plan, disclosure statement.	0.20	\$ 65.00
01/24/17	JMB	Prepare Plan revisions.	0.80	\$ 220.00
01/25/17	LW	Correspondence with J. Brown re plan issues.	0.20	\$ 65.00
01/25/17	JMB	Complete revised drafts of Plan and Disclosure Statement (.8); Prepare draft of Notice of Disclosure Statement (.5); Begin draft of Motion for Approval of Disclosure Statement and Related Deadlines (.7); Conference with L. Webb concerning the setting of Plan deadlines (.3).	2.30	\$ 632.50
01/26/17	JMB	Additional work on Colorado 2002B and C Disclosure Statement Motion (1.6); Additional work on Debtors' Motion for Approval of Disclosure Statement, solicitation procedures, and related deadlines (2.5); Begin	6.40	\$ 1,760.00

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Date	Tkpr	Description of Services	Hours	Amount
		draft of proposed Ballot (.9); Calculate proposed deadlines through confirmation (.9); Revise Notice of Disclosure Statement (.5).		
01/30/17	JMB	Complete draft of Solicitation Motion (1.2); Complete drafts of Solicitation documentation, including Notice of Confirmation Hearing, Ballot, and Proposed Order approving solicitation procedures (1.8); Correspondence with L. Webb concerning solicitation (.1).	3.10	\$ 852.50
02/02/17	LW	Review plan.	1.00	\$ 325.00
02/03/17	LW	Review plan.	2.00	\$ 650.00
02/06/17	LW	Revise plan.	2.00	\$ 650.00
02/07/17	LW	Review and revise disclosure statement (2.5); Review solicitation motion (1.0); Correspondence with J. Rovira re same (.3); Correspondence with K. Nicolaou re plan (.2); Confer with R. Rovira re administrative reserve issue (.2).	4.20	\$ 1,365.00
02/08/17	LW	Revise motion to approve disclosure statement, ballots, and notices (1.5); Correspondence with J. Rovira re same (.2).	1.70	\$ 552.50
02/14/17	LW	Correspondence with BMC re solicitation motion.	0.30	\$ 97.50
02/15/17	LW	Correspondence with J. Brown re edits to solicitation motion.	0.20	\$ 65.00
02/16/17	LW	Correspondence with J. Rovira re comments to plan.	0.20	\$ 65.00
02/16/17	JMB	Review correspondence regarding solicitation (.2); Prepare revisions to solicitation motion and ballots (1.2)	1.40	\$ 385.00
02/17/17	LW	Correspondence with J. Rovira re plan comments.	0.30	\$ 97.50
02/20/17	LW	Confer with J. Rovira re plan and disclosure statement (.3); Review PDC edits to same (.5).	0.80	\$ 260.00
02/20/17	JMB	Review comments to Plan and Disclosure statement proposed by Debtor's general partner (.5); Correspondence with J. Brookner and L. Webb concerning scope of Administrative Reserve (.4); Prepare revisions to Plan and Disclosure Statement (.7); Prepare revisions to ballot (.4).	2.00	\$ 550.00
02/21/17	LW	Additional revisions to plan and disclosure statement in preparation for filing (2.5); Calculate anticipated distributions under plan (1.5); Correspondence with J. Rovira re same (.3); Correspondence with chambers re setting for disclosure statement hearing (.3); Correspondence with J. Rovira re administrative reserve (.3); Attend to filing plan and disclosure statement (.4); Prepare disclosure statement notice for filing (.2).	5.50	\$ 1,787.50
02/22/17	MWB	Conference with Ms. Webb regarding disclosure statement hearing related issues.	0.10	\$ 52.50
02/22/17	LW	Attend to service of disclosure statement notice (.2); Check bankruptcy rules re service of plan and disclosure statement (.2); Review certificate of service re plan/disclosure statement (.2); Additional revisions to solicitation motion (.8); Attend to service of same (.2).	1.60	\$ 520.00
02/23/17	LW	Review notice of hearing for solicitation motion (.2); Correspondence with chambers re same (.2).	0.40	\$ 130.00
03/24/17	LW	Review exhibit and witness list for disclosure statement hearing and prepare for filing.	0.40	\$ 130.00
03/27/17	LW	Confer with J. Rovira re disclosure statement hearing (.2); Correspondence with BMC re solicitation issues (.2); Prepare for	3.00	\$ 975.00

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KNicolaou@Atropos-inc.com

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Date	Tkpr	Description of Services	Hours	Amount
		disclosure statement hearing (2.0); Correspondence with K. Nicolaou re same (.3); Correspondence with D. Stump re distribution calculations (.3).		
03/27/17	JSB	Review recent correspondence regarding disclosure statement Exhibit-B (.2); Work with L. Webb on same and disclosure statement hearing prep (.2); Correspondence with courtroom deputy regarding confirmation schedule and related (.2).	0.60	\$ 360.00
03/28/17	JMB	Review of Chapter 11 Plan, Disclosure Statement, and Motion for Approval of Disclosure Statement in preparation for the Disclosure Statement Hearing (3.4); Attend Disclosure Statement hearing (.7).	4.10	\$ 1,127.50
03/29/17	LW	Confer with BMC re solicitation issues.	0.30	\$ 97.50
03/30/17	LW	Correspondence with BMC re solicitation items.	0.30	\$ 97.50
03/31/17	LW	Revise plan and disclosure statement to confirm with court's rulings (1.0); Prepare solicitation materials for filing and service (2.0); Correspondence with chambers re same (.2); Correspondence with BMC re same (.4).	3.60	\$ 1,170.00
03/31/17	CDP	Upload order (.2); E-File Chapter 11 plan, Disclosure statement and Notice (.6).	0.80	\$ 156.00
04/04/17	LW	Correspondence with BMC re solicitation.	0.20	\$ 65.00
04/09/17	LW	Correspondence with BMC re solicitation issue.	0.20	\$ 65.00
04/18/17	LW	Correspondence with BMC re tabulation report.	0.30	\$ 97.50
04/19/17	LW	Correspondence with BMC re solicitation.	0.20	\$ 65.00
04/25/17	LW	Correspondence with BMC re solicitation.	0.20	\$ 65.00
04/26/17	JMB	Review updated tabulation report.	0.20	\$ 55.00
04/28/17	LW	Correspondence with BMC re solicitation.	0.20	\$ 65.00
05/01/17	JSB	Review tabulation report.	0.30	\$ 180.00
05/04/17	CDP	Calendar confirmation hearing deadlines.	0.20	\$ 39.00
05/08/17	LW	Call with V. Bakhshian re solicitation issue (.2); Draft supplemental confirmation notice and attend to filing same (.4).	0.60	\$ 195.00
05/08/17	JSB	Work with L. Webb on preliminary confirmation issues.	0.60	\$ 360.00
05/10/17	LW	Correspondence with chambers re ballot tally (.2); Review same (.3); Begin preparing for confirmation hearing (1.0).	1.50	\$ 487.50
05/11/17	LW	Prepare for confirmation (1.5); Draft Nicolaou declaration (1.5); Review and revise confirmation order (1.0); Circulate same to J. Rovira for review (.2); Work on exhibit and witness list for confirmation (.2); Revise same (.2).	4.60	\$ 1,495.00
05/11/17	JSB	Team meeting regarding confirmation prep.	1.10	\$ 660.00
05/11/17	JMB	Conference with L Webb and J Brookner re Confirmation issues (.8); Draft proposed Findings of Fact and Confirmation Order (5.1).	5.90	\$ 1,622.50
05/11/17	CDP	Draft Exhibit and Witness list in preparation for Confirmation Hearing (.8); Electronically assemble exhibits regarding same (.6).	1.40	\$ 273.00
05/12/17	LW	Revise Nicolaou declaration (.4); Revise confirmation order (.4); Draft notice of proposed confirmation order (.2); Review exhibit binder for delivery to court (.2); Correspondence with chambers re electronic exhibits for confirmation hearing (.2).	1.40	\$ 455.00

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PDC 2002-B Limited Partnership, et al  
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Date	Tkpr	Description of Services	Hours	Amount
05/12/17	CDP	Create PDF and e-file Declaration of Karen Nicolau (.2); Create PDF and e-file Exhibit and Witness List regarding Confirmation Hearing (.2); Create PDF and e-file Notice regarding same (.2); Update hearing Notebook being delivered to Court (.3); Coordinate delivery of same to Court (.2).	1.10	\$214.50
05/16/17	LW	Prepare for confirmation.	2.00	\$650.00
05/16/17	JSB	Prepare for confirmation.	0.90	\$540.00
05/16/17	CDP	Assemble notebooks containing E&W list and exhibits in preparation for Confirmation hearing.	0.60	\$117.00
05/17/17	LW	Prepare for confirmation hearing (3.0); Confer with K. Nicolaou in furtherance of same (.5); Attend confirmation hearing (1.0); Analyze post-confirmation issues (.3).	4.80	\$1,560.00
05/17/17	JSB	Prepare for confirmation with L. Webb and K. Nicolaou (1.5); Attend confirmation hearing and follow ups with client and PDC (.9); Further post-hearing follow ups (1.1).	3.50	\$2,100.00
05/17/17	CDP	Upload Confirmation Order.	0.20	\$39.00
05/19/17	LW	Review draft notices of confirmation order and effective date.	0.30	\$97.50
05/23/17	LW	Review confirmation order (.3); Circulate same to client (.2).	0.50	\$162.50
05/25/17	LW	Review post-confirmation order (.2); Correspondence with V. Bahkshian re same (.2).	0.40	\$130.00
05/25/17	CDP	Calendar Confirmation Order deadlines.	0.40	\$78.00
05/31/17	LW	Correspondence with PDC, BMC re post-confirmation issues.	0.40	\$130.00
06/02/17	LW	Review research re dissolution of partnerships.	0.30	\$97.50
06/07/17	LW	Correspondence with BMC re distribution status (.2); Correspondence with K. Nicolaou re distribution schedule (.2).	0.40	\$130.00
06/08/17	LW	Confer with BMC re distribution.	0.20	\$65.00
06/14/17	JSB	Review correspondence regarding Effective Date, Assignments, MORs, etc.	0.50	\$300.00
07/05/17	LW	Correspondence with D. Stump re distributions.	0.20	\$65.00
07/12/17	LW	Correspondence with J. Rovira re distributions.	0.20	\$65.00
07/13/17	LW	Correspondence with D. Stump and K. Nicolaou re distributions.	0.30	\$97.50
07/17/17	LW	Correspondence with BMC re setting up distribution account (.5); Additional correspondence with BMC re distributions (.3).	0.80	\$260.00
07/18/17	LW	Correspondence with BMC re distribution schedule and check run (.3); Review proposed distribution checks (.2); Correspondence with BMC re transferred claims schedule (.3); Correspondence with PDC re wire, distributions (.3).	1.10	\$357.50
07/18/17	JSB	Work on Effective Date issues and work with L. Webb and K. McCullough regarding same.	0.80	\$480.00

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PDC 2002-B Limited Partnership, et al  
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Bill Date: August 31, 2017  
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Date	Tkpr	Description of Services	Hours	Amount
07/19/17	LW	Correspondence with M. Finch re distributions (.2); Correspondence with BMC re same (.2); Correspondence with counsel to Tannor re distributions (.3); Correspondence with BMC re same (.2);	0.90	\$ 292.50
07/19/17	JSB	Work with L. Webb and K. McCullough on distribution issues and related.	0.40	\$ 240.00
07/19/17	CDP	Attention to spreadsheet containing all transferred claims filed with the Court for accuracy and completeness (.5); Office communications with L. Webb regarding same (.2).	0.70	\$ 136.50
07/20/17	LW	Review distribution schedule (.7); Confer with D. Stump re same (.2); Correspondence with BMC re same (.4); Circulate same to K. Nicolaou and D. Stump for approval (.2); Follow up with PDC re same (.3); Correspondence re wire instructions (.2); Correspondence with BMC re void date on checks (.2).	2.20	\$ 715.00
07/21/17	LW	Revise notice of effective date (.2); Draft letter to investors re initial distribution (.3); Correspondence with BMC, PDC and K. Nicolaou re same (.3).	0.80	\$ 260.00
07/24/17	LW	Review QORs and compare to distribution schedule (.5); Correspondence with K. Nicolaou re distributions and next steps (.2); Correspondence with BMC re wires (.2).	0.90	\$ 292.50
07/25/17	LW	Review final distribution checks.	0.50	\$ 162.50
07/27/17	LW	Call with M. Finch re distributions, UST quarterly fees (.5); Correspondence with BMC re distribution (.2).	0.70	\$ 227.50
07/31/17	LW	Correspondence with BMC re distributions.	0.30	\$ 97.50
Total Professional Services			130.90	\$42,498.00

**Professional Services - Timekeeper Summary**

Person		Hours	Rate	Amount
JSB	Jason S. Brookner	12.10	\$600.00	\$7,260.00
MWB	Micheal W. Bishop	0.10	\$525.00	\$52.50
LW	Lydia Webb	59.50	\$325.00	\$19,337.50
JMB	Jason M. Brown	53.80	\$275.00	\$14,795.00
CDP	Clark D. Patterson	5.40	\$195.00	\$1,053.00



# GRAY REED

ATTORNEYS & COUNSELORS

1300 Post Oak Boulevard, Suite 2000, Houston, Texas 77056  
Federal Tax Identification Number: 81-4045088

Bill Date: August 31, 2017  
Client.Matter: 016291.000008  
Attorney: Jason S. Brookner  
Invoice: 465774  
Page: 1 of 4

PDC 2002-B Limited Partnership, et al  
KNicolaou@Atropos-inc.com

Attention: Karen Nash Nicolaou

RE: Sale & Related Issues

**Bill-at-a-Glance** – for services through July 31, 2017

<b>Professional Services</b>	\$12,702.50
<b>Total this Invoice</b>	\$12,702.50
<b>Total Now Due</b>	<b>\$12,702.50</b>

**Please remit payment to:**  
Gray Reed & McGraw  
ATTN: Accounts Receivable  
1300 Post Oak Boulevard  
Suite 2000  
Houston, TX 77056

**Wire Instructions:**  
Domestic Routing #: 114000093 | Frost Bank  
100 W. Houston St., San Antonio, TX 78205

International SWIFT #: FRSTUS44

Beneficiary Account #: 502399725  
Beneficiary Name: Gray Reed & McGraw Depository

**Reference:** 016291.000008 **Invoice #** 465774

For questions about this bill please call 1.888.908.8159 or  
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Bill Date: August 31, 2017  
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**Matter 000008 – Sale & Related Issues****Professional Services - Detail**

Date	Tkpr	Description of Services	Hours	Amount
09/30/16	JMB	Begin Form NDA.	0.50	\$ 137.50
10/03/16	LW	Correspondence with J. Brown re NDA.	0.20	\$ 65.00
10/04/16	PBJ	Review of Pricing Information in Weld County (.8); Call with Karen N. and Brookner regarding same (.7).	1.50	\$ 637.50
10/04/16	SLM	Research and review SEC filings to determine price of undeveloped acreage in Weld County.	1.50	\$ 412.50
10/04/16	JSB	Call with K. Nicolaou regarding acreage issues and term sheet and follow up work on same (.5); Correspondence with E. Columbus regarding potential interest in acquisition and revise NDA regarding same (.5).	1.00	\$ 600.00
10/05/16	SLM	Research issue regarding extension vs. new lease. Review and edit new specific lease provisions.	1.30	\$ 357.50
10/28/16	LW	Review comparables for Weld County transactions (.3); Correspondence with K. Nicolaou re same (.4); Confer with P. Jordan re acreage issue (.3).	1.00	\$ 325.00
11/01/16	LW	Correspondence with PDC re sale comparables.	0.30	\$ 97.50
11/01/16	JSB	Call with K. Nicolaou regarding transaction pricing (.3); Review research regarding same and correspondence with Andrews Kurth regarding same (.6).	0.90	\$ 540.00
11/08/16	LW	Correspondence with K. Nicolaou re status of negotiations with PDC.	0.20	\$ 65.00
12/14/16	LW	Confer with K. Nicolaou re settlement offer (.3); Correspondence with J. Rovira re same (.3).	0.60	\$ 195.00
12/14/16	JSB	Call with K. Nicolaou regarding counteroffer from PDC, term sheet and response to same (.5); Work on issues regarding same (.4).	0.90	\$ 540.00
12/16/16	LW	Correspondence with J. Rovira re settlement offer (.2); Analyze same (.2).	0.40	\$ 130.00
12/19/16	JMB	Review amended term sheet from PDC (.3); Prepare amended term sheet (.4); Correspondence with J. Brookner concerning the same (.3).	1.00	\$ 275.00
12/21/16	LW	Revise term sheet (.3); Forward same to K. Nicolaou (.2).	0.50	\$ 162.50
12/28/16	LW	Correspondence with K. Nicolaou re term sheet.	0.20	\$ 65.00
01/03/17	LW	Correspondence re revised term sheet.	0.20	\$ 65.00
01/04/17	LW	Correspondence with client re term sheet (.3); Additional correspondence with J. Rovira re same (.2).	0.50	\$ 162.50
01/06/17	JSB	Confer with [redacted] regarding potential transaction/acquisition (.8); Follow up correspondence with K. Nicolaou regarding same (.2).	1.00	\$ 600.00
01/09/17	LW	Correspondence with J. Brookner, K. Nicolaou re potential purchaser (.3); Confer with K. Nicolaou re revised term sheet (.2); Circulate same to J. Rovira (.2).	0.70	\$ 227.50
01/10/17	LW	Correspondence with third party re interest in assets.	0.20	\$ 65.00
01/13/17	LW	Correspondence re NDA.	0.20	\$ 65.00
01/16/17	LW	Correspondence with interested party re data room access (.4); Correspondence with interested party re additional information request	0.60	\$ 195.00



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Date	Tkpr	Description of Services	Hours	Amount
		(.2).		
01/18/17	LW	Correspondence with J. Rovira re term sheet.	0.20	\$ 65.00
01/19/17	LW	Correspondence with J. Rovira re term sheet.	0.30	\$ 97.50
03/27/17	LW	Correspondence with J. Rovira re potential plugging and abandonment issue.	0.30	\$ 97.50
03/28/17	LW	Confer with PDC re plugging and abandonment issue (.4); Follow up conference with K. Nicolaou and J. Brookner re same (.3); Review well memoranda (.4).	1.10	\$ 357.50
04/26/17	LW	Work on plugging motion.	2.00	\$ 650.00
04/27/17	LW	Work on plugging motion.	3.00	\$ 975.00
05/01/17	VTS	Finalized and filed emergency plugging motion, mtn for expedited hearing on same and order on same (.5); Finalized and filed Certificate of Conference re same (.1).	0.60	\$ 45.00
05/01/17	LW	Draft motion to expedite hearing on plugging motion (.8); Revise motion to plug & prepare for filing (.6); Correspondence with chambers re expedited hearing request (.3); Confer with US Trustee re same (.3); Draft certificate of conference re same (.3); Attend to service of pleadings (.2).	2.50	\$ 812.50
05/01/17	JSB	Work with L. Webb on P&A motion/issues.	0.60	\$ 360.00
05/02/17	LW	Correspondence with chamber re expedited settling (.2); Correspondence with K. Nicolaou and J. Rovira re same (.2); Review notice of hearing (.2); Work on exhibit and witness list for same (.2).	0.80	\$ 260.00
05/02/17	JSB	Review correspondence regarding P&A motion and work with L. Webb regarding same.	0.50	\$ 300.00
05/03/17	LW	Correspondence with J. Rovira re plugging hearing (.2); Revise exhibit and witness list (.2).	0.40	\$ 130.00
05/03/17	CDP	Calendar hearing regarding debtors' expedited motion (.2); Draft exhibit and witness list for attorney review (.5).	0.70	\$ 136.50
05/04/17	LW	Correspondence with K. Nicolaou re testimony (.2); Work on proffer for May 8 hearing (.3).	0.50	\$ 162.50
05/05/17	LW	Call with D. Stump re plugging issue (.5); Draft proffer for Monday's hearing (1.0).	1.50	\$ 487.50
05/15/17	LW	Review plugging order (.2); Circulate same (.2).	0.40	\$ 130.00
06/01/17	LW	Review draft well assignments (.3); Confer with P. Jordan re same (.3).	0.60	\$ 195.00
06/01/17	CDP	Attention to email correspondence attaching well assignments.	0.30	\$ 58.50
06/01/17	EMW	Interoffice conference with Lydia Webb re: Reviewing, Revising and Editing Assignments to PDC Energy of Weld Co., Colorado wells	0.20	\$ 65.00
06/05/17	EMW	Review, Revise and Edit Assignments to PDC Energy of Weld Co., Colorado wells	1.20	\$ 390.00
06/06/17	LW	Review revisions to well assignments.	0.40	\$ 130.00
06/06/17	EMW	Review, Revise and Edit Assignments to PDC Energy of Weld Co., Colorado wells	0.40	\$ 130.00
06/07/17	LW	Correspondence with D. Stump re revisions to well assignments (.2); Additional revisions to same (.3).	0.50	\$ 162.50

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PDC 2002-B Limited Partnership, et al  
 KNicolaou@Atropos-inc.com

Bill Date: August 31, 2017  
 Client.Matter: 016291.000008  
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Date	Tkpr	Description of Services	Hours	Amount
06/08/17	LW	Correspondence re redline of well assignment.	0.30	\$97.50
06/09/17	LW	Confer with J. Rovira re changes to well assignments.	0.30	\$97.50
06/13/17	LW	Correspondence with D. Stump re well assignments.	0.20	\$65.00
06/14/17	LW	Circulate final version of well assignments.	0.40	\$130.00
06/19/17	LW	Correspondence with K. Nicolaou re well assignments.	0.20	\$65.00
06/26/17	LW	Correspondence with K. Nicolaou re assignments and distributions.	0.20	\$65.00
Total Professional Services			36.00	\$12,702.50

**Professional Services - Timekeeper Summary**

Person	Hours	Rate	Amount
JSB Jason S. Brookner	4.90	\$600.00	\$2,940.00
PBJ Philip B. Jordan	1.50	\$425.00	\$637.50
LW Lydia Webb	21.90	\$325.00	\$7,117.50
EMW Ethan M. Wood	1.80	\$325.00	\$585.00
SLM Sandra L. Mazan	2.80	\$275.00	\$770.00
JMB Jason M. Brown	1.50	\$275.00	\$412.50
CDP Clark D. Patterson	1.00	\$195.00	\$195.00
VTS Veronica T. Salazar	0.60	\$75.00	\$45.00



# GRAY REED

ATTORNEYS & COUNSELORS

1300 Post Oak Boulevard, Suite 2000, Houston, Texas 77056  
Federal Tax Identification Number: 81-4045088

Bill Date: August 31, 2017  
Client.Matter: 016291.000009  
Attorney: Jason S. Brookner  
Invoice: 465775  
Page: 1 of 2

PDC 2002-B Limited Partnership, et al  
KNicolaou@Atropos-inc.com

Attention: Karen Nash Nicolaou

RE: Attendance at Hearings

**Bill-at-a-Glance** – for services through July 31, 2017

<b>Professional Services</b>	\$10,005.00
<b>Total this Invoice</b>	\$10,005.00
<b>Total Now Due</b>	<b>\$10,005.00</b>

**Please remit payment to:**  
Gray Reed & McGraw  
ATTN: Accounts Receivable  
1300 Post Oak Boulevard  
Suite 2000  
Houston, TX 77056

**Wire Instructions:**  
Domestic Routing #: 114000093 | Frost Bank  
100 W. Houston St., San Antonio, TX 78205

International SWIFT #: FRSTUS44

Beneficiary Account #: 502399725  
Beneficiary Name: Gray Reed & McGraw Depository

**Reference:** 016291.000009 **Invoice #** 465775

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Phone: 713.986.7000  
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## ||| Gray Reed &amp; McGraw

PDC 2002-B Limited Partnership, et al  
KNicolaou@Atropos-inc.com

Bill Date: August 31, 2017  
Client.Matter: 016291.000009  
Invoice: 465775  
Page: 2 of 2

**Matter 000009 – Attendance at Hearings****Professional Services - Detail**

Date	Tkpr	Description of Services	Hours	Amount
09/26/16	JMB	Appear for hearing on Motion for Joint Administration.	1.00	\$ 275.00
10/04/16	JSB	Prepare for and attend hearing on joint administration motion (.5); Call with R. Russell regarding same (.2).	0.70	\$ 420.00
10/04/16	JMB	Attend hearing on Motion for Joint Administration.	0.90	\$ 247.50
10/11/16	LW	Attend hearing on second day motions.	1.00	\$ 325.00
10/11/16	JSB	Prepare for today's hearings with client (1.0); Attend today's hearings (.7).	1.70	\$ 1,020.00
01/13/17	LW	Review pleadings in preparation for January 17 hearing (1.0); Review exhibit binders for same (.3).	1.30	\$ 422.50
01/15/17	LW	Prepare for January 17 hearing (1.5); Draft proffer of K. Nicolaou in support of same (.5); Discuss strategy with J. Brookner (.5).	2.50	\$ 812.50
01/15/17	JSB	Meeting with L. Webb to prepare for Tuesday's hearings.	1.10	\$ 660.00
01/16/17	LW	Work on Nicoalou proffer (1.0); Draft outline for January 17 hearing (2.0); Circulate proffer to K. Nicolaou for review (.2).	3.20	\$ 1,040.00
01/16/17	JSB	Review and revise outline of argument and proffer for tomorrow's hearing.	0.70	\$ 420.00
01/17/17	LW	Prepare for hearing (1.5); Attend same (.7) Revise orders post hearing (.4).	2.60	\$ 845.00
01/17/17	JSB	Prepare for today's hearings with K. Nicolaou and L. Webb (.8); Attend today's hearings, including follow up with K. Nicolaou regarding status moving forward (1.0).	1.80	\$ 1,080.00
03/24/17	LW	Begin preparing for Tuesday's hearing on disclosure statement.	0.50	\$ 162.50
03/28/17	LW	Prepare for disclosure statement hearing (3.0); Draft outline for same (1.0); Confer with K. Nicolaou in preparation for hearing (.5); Attend same (1.0).	5.50	\$ 1,787.50
05/08/17	LW	Prepare for hearing (1.0); Attend same (.5).	1.50	\$ 487.50
Total Professional Services			26.00	\$10,005.00

**Professional Services - Timekeeper Summary**

Person	Hours	Rate	Amount
JSB Jason S. Brookner	6.00	\$600.00	\$3,600.00
LW Lydia Webb	18.10	\$325.00	\$5,882.50
JMB Jason M. Brown	1.90	\$275.00	\$522.50



# GRAY REED

ATTORNEYS & COUNSELORS

1300 Post Oak Boulevard, Suite 2000, Houston, Texas 77056  
Federal Tax Identification Number: 81-4045088

Bill Date: August 31, 2017  
Client.Matter: 016291.000012  
Attorney: Jason S. Brookner  
Invoice: 465776  
Page: 1 of 3

PDC 2002-B Limited Partnership, et al  
KNicolaou@Atropos-inc.com

Attention: Karen Nash Nicolaou

RE: Communications with Constituents

**Bill-at-a-Glance** – for services through July 31, 2017

<b>Professional Services</b>	\$5,905.00
<b>Total this Invoice</b>	\$5,905.00
<b>Total Now Due</b>	<b>\$5,905.00</b>

**Please remit payment to:**  
Gray Reed & McGraw  
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Suite 2000  
Houston, TX 77056

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100 W. Houston St., San Antonio, TX 78205

International SWIFT #: FRSTUS44

Beneficiary Account #: 502399725  
Beneficiary Name: Gray Reed & McGraw Depository

**Reference:** 016291.000012 **Invoice #** 465776

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PDC 2002-B Limited Partnership, et al  
KNicolaou@Atropos-inc.com

Bill Date: August 31, 2017  
Client.Matter: 016291.000012  
Invoice: 465776  
Page: 2 of 3

**Matter 000012 – Communications with Constituents****Professional Services - Detail**

<b>Date</b>	<b>Tkpr</b>	<b>Description of Services</b>	<b>Hours</b>	<b>Amount</b>
10/17/16	LW	Calls with unit holders.	0.50	\$ 162.50
10/18/16	LW	Calls with unit holders.	0.50	\$ 162.50
02/28/17	LW	Calls with unit holders regarding disclosure statement notice.	0.50	\$ 162.50
03/03/17	LW	Calls with unit holders.	0.50	\$ 162.50
03/07/17	LW	Calls with unit holders.	0.50	\$ 162.50
03/08/17	LW	Calls with unit holders.	0.50	\$ 162.50
03/10/17	LW	Calls with unit holders.	0.50	\$ 162.50
03/21/17	JMB	Review correspondence from Interest holder concerning claims	0.20	\$ 55.00
03/24/17	LW	Answer calls from unit holders.	0.50	\$ 162.50
04/10/17	LW	Answer calls from unit holders.	0.50	\$ 162.50
04/11/17	LW	Answer calls from unit holders.	0.50	\$ 162.50
04/17/17	LW	Calls with unit holders.	0.50	\$ 162.50
04/18/17	LW	Answer calls from unit holders.	0.50	\$ 162.50
04/24/17	LW	Calls from unit holders.	0.50	\$ 162.50
04/25/17	LW	Answer calls from unit holders.	0.50	\$ 162.50
04/26/17	LW	Calls with unit holders.	0.50	\$ 162.50
04/28/17	LW	Answer calls from unit holders.	0.50	\$ 162.50
05/03/17	LW	Calls with unit holders.	0.50	\$ 162.50
05/05/17	LW	Calls with unit holders.	0.50	\$ 162.50
05/08/17	LW	Calls from unit holders.	0.50	\$ 162.50
05/11/17	LW	Answer calls with unit holders.	0.50	\$ 162.50
05/15/17	LW	Calls from unit holders.	0.50	\$ 162.50
05/16/17	LW	Calls fro unit holders.	0.50	\$ 162.50
05/22/17	LW	Calls with unit holders.	0.50	\$ 162.50
05/31/17	LW	Answer calls from unit holders.	0.50	\$ 162.50
06/12/17	LW	Answer calls from unit holders.	0.50	\$ 162.50
06/13/17	LW	Answer calls from unit holders.	0.50	\$ 162.50
06/14/17	LW	Calls from unit holders.	0.50	\$ 162.50
06/15/17	LW	Calls with unit holders.	0.50	\$ 162.50
06/20/17	LW	Calls from unit holders.	0.50	\$ 162.50
06/21/17	LW	Calls from unit holders.	0.50	\$ 162.50
06/27/17	LW	Calls from unit holders.	0.50	\$ 162.50

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PDC 2002-B Limited Partnership, et al  
 KNicolaou@Atropos-inc.com

Bill Date: August 31, 2017  
 Client.Matter: 016291.000012  
 Invoice: 465776  
 Page: 3 of 3

Date	Tkpr	Description of Services	Hours	Amount
06/28/17	LW	Calls from unit holders.	0.50	\$ 162.50
07/06/17	LW	Calls with unit holders.	0.50	\$ 162.50
07/13/17	LW	Calls with unit holders.	0.50	\$ 162.50
07/20/17	LW	Calls with unit holders.	0.50	\$ 162.50
07/27/17	LW	Calls with unit holders.	0.50	\$ 162.50
Total Professional Services			18.20	\$5,905.00

**Professional Services - Timekeeper Summary**

Person	Hours	Rate	Amount
LW Lydia Webb	18.00	\$325.00	\$5,850.00
JMB Jason M. Brown	0.20	\$275.00	\$55.00



# GRAY REED

ATTORNEYS & COUNSELORS

1300 Post Oak Boulevard, Suite 2000, Houston, Texas 77056  
Federal Tax Identification Number: 81-4045088

Bill Date: August 31, 2017  
Client.Matter: 016291.000013  
Attorney: Jason S. Brookner  
Invoice: 465777  
Page: 1 of 2

PDC 2002-B Limited Partnership, et al  
KNicolaou@Atropos-inc.com

Attention: Karen Nash Nicolaou

RE: Expenses

**Bill-at-a-Glance** – for services through July 31, 2017

<b>Expenses</b>	\$4,378.96
<b>Total this Invoice</b>	\$4,378.96
<b>Total Now Due</b>	<b>\$4,378.96</b>

**Please remit payment to:**  
Gray Reed & McGraw  
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Suite 2000  
Houston, TX 77056

**Wire Instructions:**  
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International SWIFT #: FRSTUS44

Beneficiary Account #: 502399725  
Beneficiary Name: Gray Reed & McGraw Depository

**Reference:** 016291.000013 **Invoice #** 465777

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PDC 2002-B Limited Partnership, et al  
 KNicolaou@Atropos-inc.com

Bill Date: August 31, 2017  
 Client.Matter: 016291.000013  
 Invoice: 465777  
 Page: 2 of 2

**Matter 000013 – Expenses**

**Expenses - Detail**

Date	Description of Expenses	Amount
09/24/16	Litigation Expenses – VENDOR: Visa; INVOICE#: 25U37UPE; DATE: 9/24/2016 - Pay.gov: TX Northern CM ECF	\$ 1,717.00
09/24/16	Litigation Expenses – VENDOR: Visa; INVOICE#: 25U38OST; DATE: 9/24/2016 - Pay.gov: TX Northern CM ECF	\$ 1,717.00
03/15/17	Delivery/Mail Couriers – VENDOR: Courier Network LLC; INVOICE#: 794407; DATE: 3/15/2017 - GRM to 1100 Commerce 14thfl #176	\$ 15.50
05/26/17	Delivery/Mail Couriers – VENDOR: Courier Network LLC; INVOICE#: 800045; DATE: 5/26/2017 - CN: 1100 Commerce 1254 5/12/17	\$ 15.50
06/01/17	Telephone costs (hard) – VENDOR: Confersave; INVOICE#: 106704; DATE: 6/1/2017 - Confersave 5/5/17	\$ 7.32
10/04/16	Westlaw Charges - VENDOR: West Group Payment Center; WESTLAW Data Research By: BROWN,JASON	\$ 154.99
10/05/16	Westlaw Charges - VENDOR: West Group Payment Center; WESTLAW Data Research By: BROWN,JASON	\$ 69.95
01/15/17	Westlaw Charges - VENDOR: West Group Payment Center; WESTLAW Data Research By: WEBB,LYDIA	\$ 7.17
03/14/17	Postage - Dallas Postage log date 02/23/2017	\$ 17.02
03/28/17	Westlaw Charges - VENDOR: West Group Payment Center; WESTLAW Data Research By: BROWN,JASON	\$ 2.88
04/25/17	Westlaw Charges - VENDOR: West Group Payment Center; WESTLAW Data Research By: WEBB,LYDIA	\$ 23.83
	Photocopies (3,154 @ \$0.20)	\$ 630.80
	Total Expenses:	\$4,378.96